

AMENDMENT ____
TO
TALK.COM HOLDING, CORP.
INTERCONNECTION AGREEMENT

This Amendment to the Talk.Com Holding, Corp. Interconnection Agreement (the "Amendment") is dated as of _____, 2001, by and between Pacific Bell Telephone Company, Southern New England Telephone Company, Illinois Bell Telephone Company, Michigan Bell Telephone Company, Wisconsin Bell Telephone Company, Wisconsin Bell Telephone Company, Nevada Bell Telephone Company, Southwestern Bell Telephone Company, and Ohio Bell Telephone Company, ("SBC ") and Talk America, Inc. (f.k.a.Talk.Com Holding, Corp.), with its principal offices at 12020 Sunrise Valley Drive, #250, Reston, VA 20191 ("Talk America").

WHEREAS, Pacific Bell Telephone Company, Southern New England Telephone Company, Illinois Bell Telephone Company, Michigan Bell Telephone Company, Wisconsin Bell Telephone Company, Wisconsin Bell Telephone Company, Nevada Bell Telephone Company, Southwestern Bell Telephone Company, and Ohio Bell Telephone Company and Talk.Com Holding, Corp. ("Talk.Com") are the parties to that certain Interconnection; and

WHEREAS, Talk.Com has changed its name to "Talk America, Inc.", and wishes to reflect that name change as set forth herein.

NOW, THEREFORE, Pacific Bell Telephone Company, Southern New England Telephone Company, Illinois Bell Telephone Company, Michigan Bell Telephone Company, Wisconsin Bell Telephone Company, Wisconsin Bell Telephone Company, Nevada Bell Telephone Company, Southwestern Bell Telephone Company, and Ohio Bell Telephone Company in consideration of the mutual promises contained herein, and Talk America hereby agree as follows:

1. The Agreement is hereby amended to reflect the name change from "Talk.Com Holding, Corp." to "Talk America, Inc."
2. SBC shall reflect that name change from "Talk.Com Holding, Corp." to "Talk America, Inc." only for the main billing account (header card) for each of the accounts previously billed to Talk.Com. SBC shall not be obligated, whether under this Amendment or otherwise, to make any other changes to SBC records with respect to those accounts, including to the services and items provided and/or billed thereunder or under the Agreement. Without limiting the foregoing, Talk America affirms, represents, and warrants that the OCN for those accounts shall not change from that previously used by Talk.Com with SBC for those accounts and the services and items provided and/or billed thereunder or under the Agreement.
3. Once this Amendment is effective, Talk America shall operate with SBC under the "Talk America, Inc." name for those accounts. Such operation shall include, by way

of example only, submitting orders under Talk America, and labeling (including re-labeling) equipment and facilities with Talk America.

4. This Amendment shall be effective upon approval by the Public Utilities Commission of the State of California (CA-PUC), the Connecticut Department of Public Utility Control (DPUC), Illinois Commerce Commission (IL-CC), Michigan Public Service Commission (MI-PSC), Public Service Commission of Wisconsin (PSC-WI), Public Utilities Commission of Nevada (NV-PUC), Public Utility Commission of Texas (PUC-TX), Public Utilities Commission of Ohio (PUC-OH), and the Oklahoma Corporation Commission (OK-CC).

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed as of the date above.

Talk America, Inc.

***Pacific Bell Telephone Company
Southern New England Telephone
Company
Illinois Bell Telephone Company
Michigan Bell Telephone Company
Wisconsin Bell Telephone Company
Nevada Bell Telephone Company
Southwestern Bell Telephone Company
Ohio Bell Telephone Company
By: SBC Telecommunications, Inc., its
Authorized Agent**

By: _____

By: _____

Title: _____

Title: President - Industry Markets

Name: _____
(Print or Type)

Name: _____
(Print or Type)

Date: _____

Date: _____

* On January 25, 1999, the United States Supreme Court issued its opinion in *AT&T Corp. v. Iowa Utilities Board*, 525 U.S. 366 (1999) (and on remand *Iowa Utilities Board v. FCC*, 219 F.3d 744 (8th Cir. 2000)) and on June 1, 1999, the United States Supreme Court issued its opinion in *Ameritech v. FCC*, No. 98-1381, 1999 WL 116994, 1999 Lexis 3671 (June 1, 1999). In addition, on July 18, 2000, the United States Court of Appeals for the Eighth Circuit issued its opinion in *Iowa Utilities Board v. FCC*, No. 96-3321, 2000 Lexis 17234 (July 18, 2000), which is the subject of a pending appeal before the Supreme Court. In addition, on November 5, 1999, the FCC issued its Third Report and Order and Fourth Further Notice of Proposed Rulemaking in CC Docket No. 96-96 (FCC 99-238), including the FCC's Supplemental Order issued *In the Matter of the Local Competition Provisions of the Telecommunications Act of 1996*, in CC Docket No. 96-98 (FCC 99-370) (rel. November 24, 1999), which is the subject of a pending request for reconsideration and a pending appeal. By executing this amendment, SBC does not waive any of its rights, remedies or arguments with respect to any such decisions or proceedings and any remands thereof, including its right to seek legal review or a stay of such decisions and its rights contained in the Interconnection Agreement. SBC further notes that on April 27, 2001, the FCC released its Order on Remand and Report and Order in CC Dockets No. 96-98 and 99-68, *In the Matter of the Local Competition Provisions in the Telecommunications Act of 1996; Intercarrier Compensation for ISP-bound Traffic* (the "ISP Intercarrier Compensation Order.") By executing this Amendment and carrying out the intercarrier compensation rates, terms and conditions herein, SBC does not waive any of its rights, and expressly reserves all of its rights, under the ISP Intercarrier Compensation Order, including but not limited to its right to exercise its option at any time in the future to invoke the Intervening Law or Change of Law provisions and to adopt on a date specified by SBC the FCC ISP terminating compensation plan, after which date ISP-bound traffic will be subject to the FCC's prescribed terminating compensation rates, and other terms and conditions.

